

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**DECLARATION AND DISCLOSURE STATEMENT OF CRAIG CELNIKER,
ON BEHALF OF MORRISON & FOERSTER LLP**

CRAIG CELNIKER, pursuant to 28 U.S.C. § 1746, hereby declares under penalty of perjury as follows:

1. I am a partner of Morrison & Foerster LLP, located at Shin-Marunouchi Building, 29th Floor, 5-1, Marunouchi 1-chome, Chiyodaku, Tokyo 100-6529 (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors") and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Debtors seek to retain the Firm solely to represent it in connection with a fraud action in which certain Lehman entities are plaintiffs against Marubeni Corporation, which action is pending in Japan and which the Firm has been handling since March 2008 (the "Engagement"). The Firm may have performed services in the past, is currently performing services, and may perform services in the future, in matters unrelated to the Engagement, for persons that are parties in interest in the Debtors' chapter 11 cases. Specifically, the Firm has been retained by various creditors and other parties in interest in

connection with the Debtors' chapter 11 cases (the "Firm Clients") in matters that are wholly unrelated to the Engagement. A list of the Firm Clients is set forth in the Amended Verified Statement Of Morrison & Foerster, LLP Pursuant To Rule 2019 Of The Federal Rules Of Bankruptcy Procedure, [Docket # 2127], dated December 9, 2008, annexed hereto as Exhibit 1.

4. In addition, the Engagement is not adverse, and is wholly unrelated to the matters on which the Firm Clients have retained the Firm. Both the Debtors and the Firm Clients have been advised that the Firm will be representing both the Debtors in connection with the Engagement and other Firm Clients in connection with the Debtors' cases, and have all consented to the arrangement. Finally, the Firm does not represent or hold any interest adverse to the Debtors or to their estates with respect to the Engagement.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

6. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates in connection with the Engagement.

7. The Debtors owe the Firm \$827,450.38 for prepetition services.

8. If at any time during the period of its employment, the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 17th day of December, 2008
in Tokyo, Japan

A handwritten signature in black ink, appearing to read "Craig Celniker", written over a horizontal line.

Craig Celniker

EXHIBIT 1

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Larren M. Nashelsky

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

-----X	
In re:	: Chapter 11
LEHMAN BROTHERS HOLDINGS INC., <u>et al.</u> ,	: Case No. 08-13555 (JMP)
	: Jointly Administered
Debtors.	:
-----X	

**AMENDED VERIFIED STATEMENT OF MORRISON & FOERSTER LLP
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

Pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure, Morrison & Foerster LLP (“Morrison”) makes the following disclosure in connection with the chapter 11 cases (the “Cases”) of Lehman Brothers Holdings, Inc., and each of its affiliated debtors who have filed Chapter 11 cases (collectively referred to as the “Debtors” and, collectively with their non-debtor affiliates, “Lehman”):

1. Morrison represents the entities listed on Exhibit A hereto (the “Entities”) who may hold claims against and/or interests in the Debtors arising out of applicable agreements, law, or equity pursuant to their respective relationships with the Debtors.
2. Each of the Entities separately requested that Morrison represent them in connection with the Cases.
3. None of the Entities has filed a proof of claim against any of the Debtors as of the time of filing of this Verified Statement.

4. Morrison is representing each of these clients individually. At the time of the filing of this Verified Statement, the clients listed above do not comprise a committee of any kind.

5. Morrison currently possesses an unsecured claim against the Debtors in the amount of \$827,450.38, which arose as a result of Morrison's representation of certain Lehman entities in connection with the prosecution of a fraud action in Japan (the "Engagement"). Upon information and belief, Morrison does not currently possess and has not possessed in the past any interests in any Debtor.¹

6. The Debtors have sought to retain Morrison as an ordinary course professional in connection with the Engagement. Lehman has consented to Morrison's continued representation of the Entities in connection with the Debtors' cases, and each of the Entities has also consented to Morrison's representation of Lehman in the Engagement. Morrison is not aware of any conflict and does not believe that the potential continued representation of the Debtors in connection with the Engagement gives rise to any conflict of interest with any of the Entities.

7. Morrison will supplement this Verified Statement as applicable in the event Counsel is retained by additional parties in connection with the above-captioned Cases.

Dated: December 9, 2008
New York, New York

Respectfully submitted,

/s/ Darren M. Nashelsky
Darren M. Nashelsky
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

¹ However, partners, associates and staff of Morrison may, in their individual capacities, hold claims and/or equity interests in the Debtors.

EXHIBIT A

Brookfield Properties One WFC Co., LLC
Three World Financial Center
200 Vesey Street
New York, NY 10281-1021

The Chuo Mitsui Trust and Banking Co., Ltd.
33-1, Shiba 3-chome,
Minato-ku, Tokyo 105-8574, Japan

Overseas-Chinese Banking Corporation Limited
65 Chulia Street
Singapore 049513

Fondo Latinoamericano de Reservas
Avenida 82, No. 12-18, Piso 7
Bogota, Colombia

CB Richard Ellis, Inc.
100 No. Sepulveda Blvd., Suite 1050
El Segundo, CA 90245

Pacific Coast Capital Partners, LLC
12885 Alcosta Boulevard, Suite A
San Ramon, California 94583

Mitsubishi UFJ Securities Company, Ltd.
1-1-3 Otemachi
Chiyoda-ku, Tokyo 100-8138
Japan

Nippon Life Insurance Company
1-6-6. Marunouchi, Chiyoda-Ku
Tokyo 100-8288, Japan

Municipality Finance, PLC
PO Box 744, Antinkatu 3 C, 5th Floor
FI-00101 Helsinki, Finland

AB Bankas SNORAS
Vivulskio 7
LT-03221
Vilnius, Lithuania

ING Real Estate Finance (USA) LLC
230 Park Avenue, 15th Floor
New York, NY 10169

Fondiarìa - SAI S.p.A.
BIM Vita S.p.A.
SASA Vita S.p.A.,
SASA Assicurazioni Riassicurazioni S.p.A.
Milano Assicurazioni S.p.A.,
Popolare Vita S.p.A.,
Banca Sai S.p.A.
Systema Vita S.p.A.
Novara Vita S.p.A.
c/o Fondiarìa – SAI S.p.A.
Piazza della Libertà , 6
50129 Firenze Italy

MediConnect Global, Inc.
10897 South Riverfront Pkwy
Suite 500
South Jordan, Utah 8409

Chinatrùst Commercial Bank Co., Ltd.
1F., No.3, Songshou Rd.,
Taipei, Taiwan

Mega International Commercial Bank Co., Ltd.
No. 123, Sec. 2, Jhongsiao E. Road
Taipei, Taiwan

UBS AG
5F. & 13F., No. 7, Song Ren Road
Taipei, Taiwan

Bank SinoPac Co., Ltd.
9-1, Chien Kuo N. Road, Sec. 2,
Taipei, Taiwan

First Commercial Bank
30 Chung King South Road, Sec 1
Taipei, Taiwan

Entie Commercial Bank
2F, 156 Minsheng East Road, Sec. 3
Taipei, Taiwan

Taishin Financial Holding Co., Ltd.
44 Zhongshan N. Rd., Sec. 2
Taipei, Taiwan

Ta Chong Bank, Ltd.
12F, No. 2, Sec. 5, Hing-Yi Road
Taipei, Taiwan

Chinfon Commercial Bank, Ltd.
No. 1 Nanyang Street
Taipei, Taiwan

Bank of Kaohsiung Co., Ltd.
168 Po Ai 2nd Road
Tsoying District
Kaohsiung, Taiwan

Union Bank of Taiwan
3F, No. 109, Min-Sheng E. Rd., Sec. 3
Taipei, Taiwan

King's Town Bank
506, Sec 1, Shi-Men Road
Tainan, Taiwan

Far Eastern International Bank
26,27/F No. 207 Tun Hwa S. Road, Sec 2
Taipei Taiwan

Yuanta Commercial Bank Co. Ltd.
9F., No. 66, Sec 1, Dunhua S. Road
Taipei, Taiwan

Yunata Asset Management Limited
Yunata Asset Management (H.K.) Limited
Suites 2003-4
Li Po Chun Chambers
189 Des Vouex Road
Central, Hong Kong

Jih Sun International Bank
1F., No. 10, Sec. 1, Chongcing S. Road
Taipei, Taiwan

Taichung Commercial Bank Co., Ltd.
No. 87 Mincyuan Road, West District
Taichung City, Taiwan

Cathay United Bank Company, Ltd.
7 Song-Ren Road
Taipei, Taiwan

Jih Sun Securities Co., Ltd.
3F., No. 111, Sec 2, Nan King E. Road
Taipei, Taiwan

Shinkong Insurance Co., Ltd.
11 F., No. 13, Chienkuo N. Road, Sec 2
Taipei, Taiwan

Bank of Panhsin
2F, No. 18, Chengdu St., Banciao
Taipei, Taiwan

Taipei Fubon Commercial Bank Co., Ltd.
50, Sec. 2 Chung Shan North Road
Taipei Taiwan